

MEDIA KIT 2015



ADDRESS TO THE MEDIA

Dear colleagues,

Capital Legal Services is always open to dialogue and will be glad to share its knowledge and experience with you and your readers, viewers and listeners. We value your time and respect your profession, so we will do our best to provide the relevant information promptly. Experts and management of **Capital Legal Services** are ready to comment and communicate on the following subjects:

BUSINESS:

- Key factors of the Russian market's attractiveness for business development
- Business development in the Russian regions: big opportunities in small spaces
- Fast-growing companies and startups: new markets, innovative technologies and effective strategies
- Investments and M&A – risks and opportunities
- Foreign investments: purchasing Russian assets, legal issues of foreign companies' business development in Russia
- Antitrust regulation
- Intellectual property
- Business in legal consulting: factors of success, trends, prospects for development
- Corporate management
- Company reorganization
- Labor issues
- Commercial and legal issues (creation and development of a distribution network, currency regulation and foreign trade transactions, e-trade, marketing, etc.)

PUBLIC-PRIVATE PARTNERSHIP (PPP):

- Legal regulation of PPP projects – general status, trends, issues, prospects
- Tender procedures in PPP projects
- Legal regulation of PPP in the world
- PPP at the federal level and in the regions
- PPP at the municipal level and its legal regulation;
- PPP in the military industrial complex and its legal regulation
- Infrastructure PPP projects and their legal regulation (health care, transport infrastructure facilities, intellectual transport systems, water and electric power supply, child care and education institutions, sport, tourist facilities, etc.)
- PPP and the housing and utilities complex – legal regulation
- Preparation of associates in the sphere of PPP – problem of the lack of qualified attorneys, methods and prospects for solving
- The experience of **Capital Legal Services**, a leader in providing legal support for PPP projects in Russia: practical cases

INDUSTRIAL LEGAL DUE DILIGENCE:

- Real estate and construction (transactions with property, land plots, due diligence, investments, development projects, etc.)
- Retail and wholesale trade
- Oil and gas sector, power industry
- Industry (all branches)
- Natural resources
- Transport and logistics
- State sector
- Finance and insurance
- Health care and pharmaceuticals
- Advertising, marketing and sponsorship
- Information technologies, IT outsourcing and service
- Telecommunications

LEGAL CONSULTING:

- Practical cases from the company's experience
- Independent expert opinion on current events and tendencies in the economy, society and culture

We will be pleased to respond to your questions about **Capital Legal Services** and the speakers, to provide analytical materials and prepare joint articles and interviews.

Let's keep in touch!

Looking forward to effective cooperation,

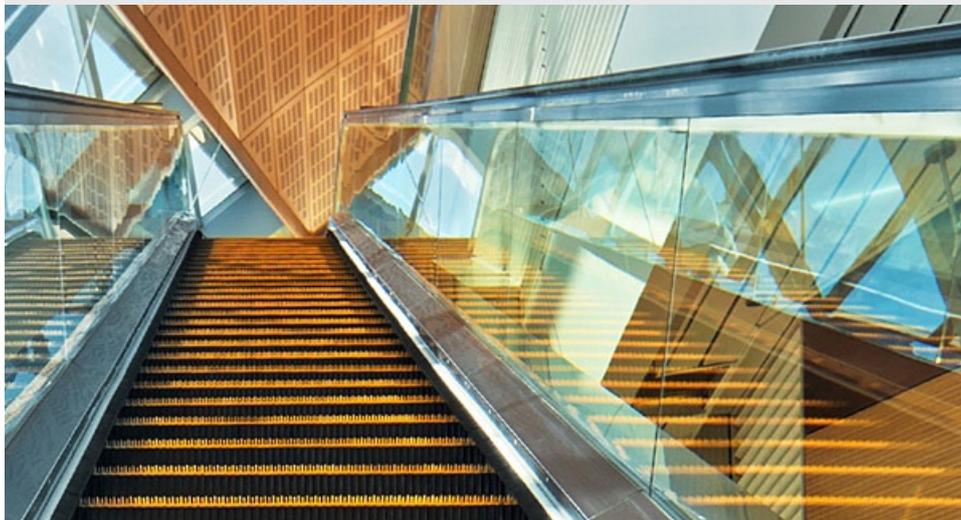
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GENERAL INFORMATION ABOUT CAPITAL LEGAL SERVICES

Capital Legal Services is a leading Russian full-service law firm supporting a wide range of major international and Russian companies. The firm was founded in 1999 and has offices in Moscow, St. Petersburg and Helsinki. **Capital Legal Services** received high appraisal from Chambers & Partners and Legal 500 for such areas as Corporate Law / Mergers and Acquisitions and Public-Private Partnership and was recommended for projects in real estate and construction, dispute resolution, antitrust legislation, labor law and intellectual property. Employees of the company are professionals with degrees from the best education institutions of Russia, Great Britain and the USA and have excellent foreign language skills.

More detailed information about Capital Legal Services is available at www.cls.ru.



HISTORY OF THE FIRM



1999

Capital Legal Services is established in St. Petersburg



2004

Opening of the firm's Moscow office

2011, 2014

Firm is nominated for Chambers Europe Awards for Excellence by Chambers&Partners for outstanding achievements and excellent client service



2014

- Opening of the Helsinki office
- The firm belongs to a single owner, provides a full range of legal services for large and medium Russian and foreign companies on the territory of Russia and abroad
- The firm's staff comprises over 80 highly qualified lawyers and administrative employees
- Legal 500 and Chambers & Partners recommend the firm as legal advisor for companies doing business in Russia and note the high level of expertise in such areas as: Corporate Law / Mergers and Acquisitions; Public-Private Partnership; Real Estate and Construction; Dispute Resolution; Intellectual Property

INTERNATIONAL MEMBERSHIP

The reputation of Capital Legal Services is confirmed by membership in leading Russian and international professional associations.

Capital Legal Services is a member of Interlaw, the International Bar Association (IBA), international law section of the American Bar Association, Legal Counsel International (LCI), American Chamber of Commerce (AmCham), the Russo-British Chamber of Commerce (RBCC), Association of European Business (AEB) and SPIBA (St. Petersburg International Business Association). Vladislav Zabrodin, the Managing Partner of Capital Legal Services, is Chairman of the Russian Liaison Committee of the International Council of Shopping Centers (ICSC), a member of the International Council of Shopping Centers European Advisory Board, and a member of the ICSC EAB Executive Committee.



LEGAL COUNSEL INTERNATIONAL

SPEAKERS OF CAPITAL LEGAL SERVICES



VLADISLAV ZABRODIN

Managing Partner

Vladislav Zabrodin is the founder and Managing Partner of Capital Legal Services.

Vladislav is one of the leading lawyers in Russia. He is among lawyers recommended for the key practice areas by international legal business guides. Legal 500 identifies Vladislav Zabrodin as an expert for corporate / M&A, public-private partnership and real estate projects in Russia. Chambers & Partners Europe indicates Vladislav Zabrodin as one of the most notable practitioners.

As a lawyer, over the last 20 years Vladislav has devoted his practice to advising business clients on corporate and commercial law, real estate, mergers and acquisitions, project financing and public-private partnership, as well as other aspects of business in Russia. Prior to establishing **Capital Legal Services**, Mr. Zabrodin headed the representative office of McDermott, Will & Emery, LLC. From 1995 to 1998 he headed the CIS legal group at OTIS Elevator Company. Vladislav has extensive experience of successful work as a member of the board of directors of major international companies.

Vladislav Zabrodin is experienced in managing investment projects for market leaders in such industries as global retail, food production, manufacturing, hi-tech production and services, construction materials, personal hygiene products and forestry, chemicals and pharmaceuticals. Vladislav has represented the interests of both investors and government authorities in first-of-a-kind and first-in-the-country public-private partnership projects in Russia.

Vladislav is Chairman of the International Council of Shopping Centers Russian Liaison Committee, a member of the International Council of Shopping Centers European Advisory Board, and a member of the ICSC EAB Executive Committee. He is a member of the St. Petersburg International Business Association Executive Committee. Vladislav plays an active role in projects related to development of the legal profession and the judicial system in Russia.



PAVEL KARPUNIN

Partner

Pavel Karpunin is a Partner at **Capital Legal Services** and is the Head of the Corporate Law / Mergers & Acquisitions Practice and the Project Financing / Public-Private Partnership Practice. Achievements of practices headed by Pavel Karpunin received high appraisal from Chambers & Partners and Legal 500. Pavel Karpunin is a leading associate in the Russian Federation on issues of Public-Private Partnership, he is a member of the Expert Advisory Board of the State Duma on Public-Private Partnership and is a participant of working groups of the Ministry of Transport of the Russian Federation.

Pavel Karpunin has over 20 years of experience in law and providing comprehensive legal support for foreign and Russian companies in various industries. During his professional career, Pavel has supervised large investment projects in transport infrastructure, manufacturing construction materials, oil and gas, as well as advised on large-scale projects of restructuring major production companies and provided legal support of numerous M&A transactions in various areas.

Pavel Karpunin is the author of numerous articles on issues of corporate law and legislation in public-private partnership, he is a permanent member of important industry conferences and an active participant in the process of development and enhancement of the Russian legislation.



IRINA ONIKIENKO

Partner

Irina Onikienko is a Partner at **Capital Legal Services** since 2011 and heads the Dispute Resolution Practice, the Intellectual Property and Exclusive Rights Protection Practice, Tax Law Practice and the Real Estate and Construction Practice. Irina is an attorney at law since 1994 and is currently member of the St. Petersburg City Bar Association; she has been awarded the attorney medal of 2nd degree “For merit in defending people’s rights and liberties.” Irina Onikienko is a leading expert in litigation protecting business interests (including defense in criminal cases), pretrial dispute settlement, including labor disputes, resolution of contractor disputes involving FIDIC, issues tied to anticorruption law, and more.

Irina has over 20 years of experience in providing legal support for Russian and foreign companies, including representing client interests in commercial arbitration courts and courts of general jurisdiction in disputes with tax, customs and antitrust bodies, as well as other authorities. Irina Onikienko provides legal support for large-scale investment projects, comprehensive due diligence of real estate, land transactions, commercial and industrial real estate, support in infrastructure projects on gas and electric power supply, construction projects using FIDIC standards, consults on anticorruption procedure issues, licensing and obtaining of necessary approvals from state authorities, and protects client interests in intellectual property. Irina has unique experience in negotiating and resolving disputable issues tied to dismissal of top management.

The team, the quality of services, competence and work results of the practices headed by Irina Onikienko have been highly assessed not only by **Capital Legal Services** clients, but also by leading international rating agencies Chambers & Partners and Legal 500.

Irina Onikienko has authored many articles on real estate and construction, as well as court practice and is a constant participant in the most important industry conferences. Irina acts as a legal expert at events held by international business associations.

Irina is also involved in pro bono work – she is an expert in the Center for Community Procedures “Business Against Corruption,” arranges support for charity organizations and social initiatives (for many years the Firm has been providing support for the Gift of Life fund and SOS Children’s Villages) and major eco-social projects (global Arctic expedition of Fedor Konyukhov and Victor Simonov).



ELENA STEPANOVA

Partner

Elena Stepanova is a Partner at **Capital Legal Services** and Head of the Real Estate practice.

Elena joined **Capital Legal Services** in 2005. Elena has extensive experience in supporting transactions on acquiring or leasing land for construction purposes, conducting legal assessment of whether land plots are suitable for construction, elaborating legal schemes on acquisition of title to land plots and resolving issues related to changes in land zoning and permitted use. Elena has supported complex and large-scale projects on construction of various real estate facilities “from scratch” and “turnkey” in various Russian regions, including in accordance with standards of the International Federation of Consulting Engineers (FIDIC).

Elena has unique experience in implementing large-scale projects related to lease relations in the course of operating multi-functional shopping and office centers. Deep expertise in real estate, together with experience in protecting client interests in court, enables Elena to effectively assess the potential legal risks attributable to the clients implementing various real estate projects.

Elena Stepanova was noted by Chambers & Partners in 2014 in the individual rating of associates based on client feedback. Clients highly appreciate Elena Stepanova’s ability to combine deep legal expertise and understanding of the business particulars. “She stays personally involved in the file, has deep knowledge and understands how companies work” (Chambers Europe 2014).

Elena is author of a number of publications in various periodicals dedicated to practical aspects of doing business in the field of retail and commercial real estate, issues of acquiring rights to land plots for constructing real estate and other issues of real estate legal regulation.



EERO MÖRÄ

Partner Specialist

Eero Mörä is a Partner Specialist at the Helsinki office of **Capital Legal Services**. Eero has been practicing law for over 35 years. He has unparalleled experience in the field of general contract and corporate law, including corporate governance and IP related legal matters. For a number of years he has worked as the

General Counsel and Chief Legal Officer in major Finnish corporations. During the last few years, Eero has been involved in private practice, heading the Mörä Consulting firm.

He has solid experience in advising Finnish clients involved in investment projects in the CIS countries and Baltic States. He also focuses on cross-border transactions, establishing companies and handling their employment relations.

For a number of years Eero Mörä headed the Finnish Industrial Lawyers Association. He is Chairman of the Ethical Committee for Premium Rate services.

SERVICES

CORPORATE LAW / MERGERS AND ACQUISITIONS

- Due diligence
- Support for merger and acquisition transactions
- Developing effective corporate structure alternatives and supporting company restructuring
- Developing options programs
- Corporate management services
- Support for foreign investments

COMMERCIAL LAW

- Performing pre-contract and contract work, drafting primary pre-contract instruments (letters of intent, preliminary agreements, etc.)
- Drafting commercial agreements, including multilateral foreign trade agreements and foreign-law contracts
- Advising on arrangement and development of a distribution network
- Advising on currency regulation and foreign trade transactions
- Information security and personal data processing
- E-trade

REAL ESTATE AND CONSTRUCTION

- Due diligence and support of transaction with real estate facilities
- Due diligence on suitability of a land plot for construction purposes
- Support in the course of construction, including infrastructure facilities
- Drafting and approving construction contracts, including FIDIC contracts
- Developing a lease policy for facilities under construction, as well as negotiations and execution of lease agreements with tenants
- Representing investors and protecting their interests before state authorities

ANTITRUST PRACTICE

- Developing business models and effective competition strategies
- Legal assistance in the course of antitrust inspections
- Representing interests in disputes with antitrust authorities
- Antitrust approvals for economic concentration transactions and investments in strategic companies
- Legal assistance in tender procedures related to state procurement
- Advising on current antitrust issues (distribution network, advertising, etc.)

ANTI-CORRUPTION / COMPLIANCE

- Advising on practical application of Russian and international anti-corruption laws
- Comprehensive assessment of companies corruption risks
- Developing and implementing anti-corruption procedures appropriate for existing corruption risks for companies
- Drafting internal instruments establishing implementation of anti-corruption procedures and the process of their implementation
- Developing comprehensive personnel training programs with respect to principles of corporate ethics, actions pertaining to personal liability, requirements of Russian and international anti-corruption laws, including the FCPA and the UK Bribery Act
- Developing and implementing compliance programs, mechanism for managing risks and increasing business efficiency, as required by Russian and international anti-corruption laws

PROJECT FINANCING AND PUBLIC-PRIVATE PARTNERSHIP

- Developing organizational and legal arrangements for project implementation
- Developing a regulatory and legal base needed for arranging and holding tenders and implementing projects
- Developing tender documentation for holding a tender for the right to conclude a concession agreement (PPP agreement)
- Supporting clients at prequalification and tender stages and assistance in preparing application and tender proposal
- Developing draft concession/PPP agreements, draft general contractor contracts (including based on FIDIC forms) and draft direct agreements with financing organizations, general contractor and operator
- Representing clients during negotiations with public sector representatives, as well as negotiations with general contractors and financing organizations
- Due diligence of projects for financing organizations, preparing reports for financing organizations
- Advising on tariff policy issues; and support in the course of tariff approvals
- Advising on civil, land, urban planning, tax and other aspects of client activity during project implementation



COMMERCIAL ARBITRATION AND OUT-OF-COURT DISPUTE RESOLUTION

- Representing clients in courts (including in arbitration courts and commercial arbitration) on the following issues:
 - ✓ Protection of ownership title
 - ✓ Land legal relations
 - ✓ Construction and construction contracts
 - ✓ Tax law
 - ✓ Labor disputes
 - ✓ Other
- Defending clients in administrative cases
- Supporting clients in enforcement proceedings
- Representing clients in bankruptcy cases
- Supporting court cases in foreign jurisdictions
- Out-of-court dispute resolution

LABOR LEGISLATION

- Drafting employment agreements (including collective) and internal regulatory instruments
- Advising on employment issues and migration legislation
- Support in obtaining work permits for foreign specialists and visa support
- Support with staff redundancies, change of ownership, dismissals, transfers and other procedures
- Defending clients in the course of inspections by supervisory authorities

INTELLECTUAL PROPERTY

- Registration, protection and maintaining in force trademarks and patents in the Russian Federation and abroad, including under the Madrid system
- Patent and trademark searches
- Development of drafts and registration in Rospatent of franchising agreements, license agreements and agreements on alienation of rights to patents and trademarks
- Development of draft agreements on creating and administering copyright items, including software and databases, R&D contracts
- Legal due diligence investigations of intangible assets
- Preventive measures against import of counterfeit goods by registering intellectual property items in the Customs Register of the Federal Customs Service of the Russian Federation
- Representing clients in disputes related to intellectual property

CLIENTS

CAPITAL LEGAL SERVICES IS A REGULAR AND TRUSTED PARTNER OF LEADING INTERNATIONAL AND RUSSIAN PUBLIC AND PRIVATE COMPANIES OPERATING IN RUSSIA AND CIS MEMBER STATES.



 Russia

 Finland

 England

 Germany

 Ireland

 Sweden

 Switzerland

 Brazil

 Netherlands

 Belgium

 Poland

 Croatia

 Czech Republic

 France

 Latvia

 UAE

 Norway

 China

 Portugal

 USA

 India

 Japan

 Ukraine

 Italy

 Spain

 Bulgaria

 Mexico

 Turkey

 Korea

 Canada

 Denmark

 Cyprus

INDUSTRIAL CHART OF THE CLIENTS

- Real Estate
- Banking and finance
- Retail trade
- Construction and engineering companies
- Oil and gas industry
- Business process outsourcing, law and consulting firms
- State authorities
- Nonprofit organizations
- Pharmacy
- Media business
- Transport and logistics
- IT
- Telecommunications
- HoReCa
- Food industry
- Automotive industry
- Aviation
- Fashion industry
- Cosmetics industry
- Hi-tech manufacturing
- Household appliances manufacturing
- Home goods manufacturing
- Education
- Sport
- Forest industry
- Chemical industry



PROJECTS: TOP 10



- Legal support for the City of St. Petersburg and Pulkovo Airport OJSC in implementation of the first successful project on developing St. Petersburg infrastructure (Pulkovo Airport reconstruction) using a public-private partnership scheme. This project was recognized the best in the nominations of “Global PPP Transaction of the Year” and “European PPP Transaction of the Year” by Infrastructure Investor, a prestigious international magazine.

- Provision of comprehensive legal services with regard to implementing the project on construction and start-up of Moscow’s largest shopping and entertainment mall Aviapark (area exceeding 500,000 sq.m).

- Legal support for a unique project on construction of the Western High-Speed Diameter (WHSD) in St. Petersburg. The WHSD was awarded the status of a strategic project as part of the ninth international transport corridor.

- Detailed analysis of clean title with regard to land plots located in 12 regions of the Russian Federation, for the purpose of land acquisition by an international leader in wholesale trade.

- Extensive legal support of a large foreign construction materials production company in the course of implementing several investment projects.

- Legal support of a major pharmaceutical company after FAS initiated several cases against the company alleging that a cartel agreement existed and that the company violated antitrust law.

- Successful representation of a major European construction company in a series of court proceedings arising out of contractor agreements.

- Legal support for a holding company in the course of purchasing shares in a power generating company.

- Legal advising of a large company in the sphere of information technologies with regard to protection of electronic personal data.

- Legal support for an international insurance group in the course of purchasing a Russian insurance company.



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